

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

DOCKET NO. VGOB 09/06/16-2537

ELECTIONS, UNIT: VC-536640

(hereinafter "Subject Drilling Unit").

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on August 31, 2009, and recorded in Instrument # 090003084 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on October 13, 2009, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed EQT Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated December 28, 2009, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the

Designated Operator has filed its affidavit dated June 22, 2010, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;

- (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
- (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.

3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

Effective Date:

This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 17 day of April, 2012, by a majority of the Virginia Gas and Oil Board.

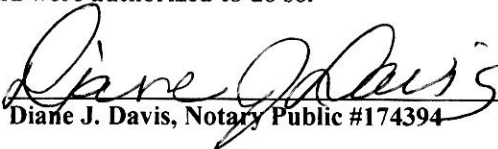

Bradley C. Lambert, Chairman
Virginia Gas and Oil Board

DONE AND PERFORMED this 17th day of April, 2012 BY Order of the Virginia Gas and Oil Board.


Rick Cooper, Principal Executive to the Staff
Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL)

Acknowledged on this 17th day of April, 2012, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is the Chairman of the Virginia Gas and Oil Board and Rick Cooper, being duly sworn did depose and say that he is Acting Principal Executive to the Staff of the Virginia Gas and Oil Board, that they executed the same and were authorized to do so.


Diane J. Davis, Notary Public #174394

My commission expire: 09/30/2013



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EQT Production Company, for Forced Pooling of Interests in Unit Number VC-536640 VGOB Docket No. VGOB-09/06/16-2537 in the Hurricane Magisterial District of Buchanan County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on August 31, 2009, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on October 13, 2009.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

<u>Tract(s)</u>	<u>Name</u>	<u>Elected</u>
2	Buchanan Realty Ltd Partnership c/o John C. Irvin 4710 Hunterwood Circle Richmond, TX 77469	Participate

<u>Tract(s)</u>	<u>Name</u>	<u>Elected</u>
2	Virginia Lee Linwick and Phillip G. Linwick, W/H 4324 South Ball Dr Varadale, WA 99037	Carried Interest
	John W. Pobst, Jr. and Lynda Pobst, H/W P. O. Box 86 Revere, PA 18953	Carried Interest
	Richard Pobst and Kathi Pobst, H/W 1024 Oxford Drive St Augustine, FL 32084-1821	Participate
	John Tolman Sheffield Trust c/o Brandi Sheffield 125 West Lane Kerrville, TX 78028	Carried Interest
	Oryn T. Sheffield Jr. Trust c/o Brandi Sheffield 125 West Lane Kerrville, TX 78028	Carried Interest
	Sandra Hoback Kidwell and H. Eugene Kidwell, W/H 2010 Cypress Drive Culpepper, VA 22701	Cash Consideration

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

NONE

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

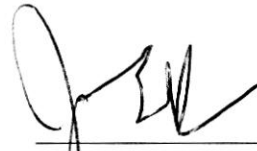
See Exhibit EE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

See Exhibit B-3

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D.


Dated at Kingsport, Tennessee, this 22nd day of June, 2010.




Affiant

State of Tennessee)
County of Sullivan)

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of EQT Production Company, a corporation, on behalf of the corporation, this 22nd day of June, 2010.



Susan E. Peters, Notary


My commission expires: October 24, 2012.

SUPPLEMENT "B"
VC-536640
created 01/13/2010

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
<u>Gas Estate Only</u>						
1	J. D. Nicewonder and Lorraine Nicewonder, H/W 148 Bristol East Road Bristol, VA 24202-5500	Leased EPC 243957L	8.501837%	4.9968	0.01062730	RI
	Donald Nicewonder and Etta Nicewonder, H/W 15314 Majestic Drive Bristol, VA 24202-3924	Leased EPC 243957L	8.501837%	4.9968	0.01062730	RI
	Wilma N. Overbey, widow a.k.a. Wilma Lois Nicewonder 213 North Church Street Marion, VA 24354	Leased EPC 243957L	8.501327%	4.9965	0.01062666	RI
	*Garden Realty Corporation c/o Ann B. Worley 108 Bexley Road Mooreville, WV 28117	Leased to EQT Agreement No 30460	25.505000%	14.9900	0.03188125	RI
	*Leased to CNX Gas Company					
	CNX Gas Company, Lessee 2481 John Nash Boulevard Bluefield, WV 24701					
	EQT Production				0.44633750	WI
Tract 1 Totals			51.010000%	29.9800	0.51010000	
2	Meredith Ellis Jennings 542 Butler Mill Road Maryville, TN 37803	Unleased	2.384500%	1.4015	0.00298063	RI
	Buchanan Realty Ltd Partnership c/o John C. Irvin 4710 Hunterwood Circle Richmond, TX 77469	Elected Participation	11.922500%	7.0075	0.01490313	RI
	Virginia Lee Linwick and Phillip G. Linwick, W/H 4324 South Ball Dr Varadale, WA 99037	Elected Carried Interest	1.192250%	0.7008	0.00149031	RI
	John W. Pobst, Jr. and Lynda Pobst, H/W P. O. Box 86 Revere, PA 18953	Elected Carried Interest	1.192250%	0.7008	0.00149031	RI
	Lucille Vicars, widow P.O. Box 797 Wise, VA 24293	Unleased	2.384500%	1.4015	0.00298063	RI
	Richard Pobst and Kathi Pobst, H/W 1024 Oxford Drive St Augustine, FL 32084-1821	Elected Participation	1.192250%	0.7008	0.00149031	RI
	Catherine Pobst, single 111 Postelly Street Cartersville, GA 30120	Unleased	1.192250%	0.7008	0.00149031	RI

	John Tolman Sheffield Trust c/o Brandi Sheffield 125 West Lane Kerrville, TX 78028	Elected Carried Interest	5.961250%	3.5038	0.00745156	RI
	Oryn T. Sheffield Jr. Trust c/o Brandi Sheffield 125 West Lane Kerrville, TX 78028	Elected Carried Interest	5.961250%	3.5038	0.00745156	RI
	Carl McAfee and Julia McAfee, H/W P.O. Box 656 Norton, VA 24273	Leased EPC 243317L	1.192250%	0.7008	0.00149031	RI
	Hugh P. Cline and Nancy Cline, H/W 312 NW Henry Street Norton, VA 24273	Unleased	1.192250%	0.7008	0.00149031	RI
	Allison Paige Weaver Mangrum and Michael Mangrum W/H 912 Erik Paul Drive Chesapeake, VA 23322	Unleased	1.341281%	0.7883	0.00167660	RI
	Jeffery Robert Weaver, single 6263 McNeil Drive-1327 Austin, TX 78729	Leased EPC 243317L	1.341281%	0.7883	0.00167660	RI
	R. O. Crockett, Jr. widower c/o Robert Dexter Crockett 10877 San Gabriel Way Valley Center, CA. 92082	Unleased	2.980625%	1.7519	0.00372578	RI
	Sandra Hoback Kidwell and H. Eugene Kidwell, W/H 2010 Cypress Drive Culpepper, VA 22701	Elect Cash Consideration	2.682563%	1.5767	0.00335320	RI
	Elizabeth Jean Crockett McCutcheon and Allan McCutcheon W/H 6601 Leesburg Street Lincoln, NE 68516	Unleased	1.192250%	0.7008	0.00149031	RI
	Jennifer Lynn Crockett Peterson and Robert Peterson, W/H 9 Long N Point Lane Media, PA 19063	Unleased	1.192250%	0.7008	0.00149031	RI
	Robert Dexter Crockett and Christy Crockett H/W 10877 San Gabriel Way Valley Center, CA. 92082	Unleased	1.192250%	0.7008	0.00149031	RI
	EQT Production				0.41728750	WI
Tract 2 Totals			47.690000%	28.0300	0.47690000	
3	Sarah Geneva Owens, single Rt 2, Box 276 Honaker, VA 24260	Leased EPC 241909L Life Estate	1.300000%	0.7600	0.00162500	RI
	Gary Roger Hurley and Agnes Geraldine Hurley, H/W Rt 1, Box 392 Vansant, VA 24656	Leased 241909 Remainderman	0.000000%	0.0000		
	EQT Production				0.01137500	WI
Tract 3 Totals			1.300000%	0.7600	0.01300000	
	TOTAL GAS ESTATE		100.000000%	58.7700	1.00000000	
	Percentage of Unit Leased		54.843531%			
	Percentage of Unit Unleased		45.156469%			
	Acreage in Unit Leased			32.2291		
	Acreage in Unit Unleased			26.5409		

Coal Estate Only

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	CNX Gas Company, Lessee P.O. Box 947 Bluefield, VA 24605					
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	Jennifer Lynn Crockett Peterson and Robert Peterson, W/H 9 Long N Point Lane Media, PA 19063	Unleased	1.192250%	0.7008	0.00149031	RI
	Robert Dexter Crockett and Christy Crockett H/W 10877 San Gabriel Way Valley Center, CA. 92082	Unleased	1.192250%	0.7008	0.00149031	RI
	EQT Production				0.41728750	WI
Tract 2 Totals			47.690000%	28.0300	0.47690000	
3	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889/TC-224	1.300000%	0.7600	0.00162500	RI
	EQT Production				0.01137500	WI
Tract 3 Totals			1.300000%	0.7600	0.01300000	
	TOTAL COAL ESTATE		100.000000%	58.7700	1.00000000	
	Percentage of Unit Leased		54.843531%			
	Percentage of Unit Unleased		45.156469%			
	Acreage in Unit Leased			32.2291		
	Acreage in Unit Unleased			26.5409		

EXHIBIT "B-3"
VC-536640
Revised 05/21/09

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
2	Meredith Ellis Jennings 542 Butler Mill Road Maryville, TN 37803	Unleased	2.384500%	1.4015
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	Virginia Lee Linwick and Phillip G. Linwick, W/H 4324 South Ball Dr Varadale, WA 99037	Unleased	1.192250%	0.7008
	John W. Pobst, Jr. and Lynda Pobst, H/W P. O. Box 86 Revere, PA 18953	Unleased	1.192250%	0.7008
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	Hugh P. Cline and Nancy Cline, H/W 312 NW Henry Street Norton, VA 24273	Unleased	1.192250%	0.7008
	Allison Paige Weaver Mangrum and Michael Mangrum W/H 912 Erik Paul Drive Chesapeake, VA 23322	Unleased	1.341281%	0.7883

EXHIBIT "B-3"
VC-536640
Revised 05/21/09

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	Jennifer Lynn Crockett Peterson and Robert Peterson, W/H 9 Long N Point Lane Media, PA 19063	Unleased	1.192250%	0.7008
	Robert Dexter Crockett and Christy Crockett H/W 10877 San Gabriel Way Valley Center, CA. 92082	Unleased	1.192250%	0.7008
TOTAL			42.473906%	24.9642

EXHIBIT "B-3"
VC-536640
Revised 05/21/09

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
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EXHIBIT "B-3"
VC-536640
Revised 05/21/09

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	Robert Dexter Crockett and Christy Crockett H/W 10877 San Gabriel Way Valley Center, CA. 92082	Unleased	1.192250%	0.7008
TOTAL			42.473906%	24.9642

EXHIBIT "E" (*Escrowing no longer required see Exhibit EE)

VC-536640

REVISED 06/18/09

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
<u>DISMISSED</u>				
3	Sarah Geneva Owens, single Rt 2, Box 276 Honaker, VA 24260	Leased EPC 241909L Life Estate	1.300000%	0.7600
	Gary Roger Hurley and Agnes Geraldine Hurley, H/W Rt 1, Box 392 Vansant, VA 24656	Leased 241909 Remainderman	0.000000%	0.0000
TOTAL GAS ESTATE			1.300000%	0.7600
<u>Coal Estate Only</u>				
<u>DISMISSED</u>				
3	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889/TC-224	1.300000%	0.7600
TOTAL COAL ESTATE			1.300000%	0.7600

EXHIBIT "EE"

VC-536640

REVISED 06/18/09

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
3	Sarah Geneva Owens, single Rt 2, Box 276 Honaker, VA 24260	Leased EPC 241909L Life Estate	0.975000%	0.5700
	Gary Roger Hurley and Agnes Geraldine Hurley, H/W Rt 1, Box 392 Vansant, VA 24656	Leased 241909 Remainderman	0.000000%	0.0000
TOTAL GAS ESTATE			0.975000%	0.5700
<u>Coal Estate Only</u>				
3	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889/TC-224	0.325000%	0.1900
TOTAL COAL ESTATE			0.325000%	0.1900

INSTRUMENT #120001180
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
JUNE 18, 2012 AT 02:26PM

BEVERLY S. TILLER, CLERK
RECORDED BY: GGB

Hagy, Sharon (DMME)

From: VITASHARE System [vitashare@vita.virginia.gov]
Sent: Thursday, June 21, 2012 4:08 PM
To: Hagy, Sharon (DMME)
Subject: New Transaction EJZZ8RT66EGC8TTF-0004

Transaction details for Sharon Hagy(user shagy_1) _____

Job Id: EJZZ8RT66EGC8TTF-0004

Date: Thu, Jun 21, at 16:07

Transaction Details:

Acknowledge Security Policy: I understand that this system is not intended for sensitive data.

Recipient's Email example- user1@virginia.gov, user2@virginia.gov: ATolman@eqt.com, gloria.clark@dmme.virginia.gov, KShannon@eqt.com, mbarbour@eqt.com, sep@wilhoitandkaiser.com

Message - Describe file attachment: Please see the recorded supplemental orders on dockets: 2537 2888 Let me know if you are unable to download the files. Thank you, Sharon

Notify me when the file is downloaded?: Yes

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Files:

2537_Supplemental-Original.tif
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